

**AMENDMENTS TO THE CLAIMS**

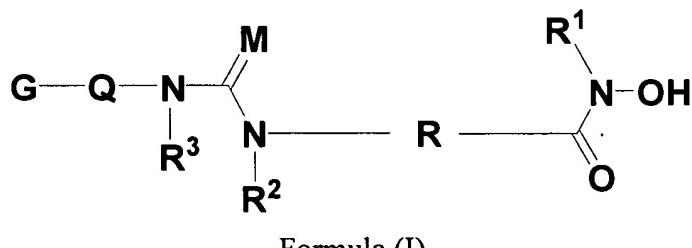
This listing of the claims will replace all prior versions and listings of the claims in this application.

**Listing of the Claims:**

Claims 1-63 (Canceled)

Kindly add the following new claims:

64. (New) A compound of the Formula (I)



wherein

R is a linking moiety;

R<sup>1</sup> is selected from the group consisting of H, C<sub>1</sub>-C<sub>6</sub> alkyl and acyl;

M is selected from the group consisting of O, S, NH, NR<sup>4</sup>, NOH and NOR<sup>4</sup>;

R<sup>2</sup> is selected from the group consisting of H, halogen, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocyclocloakenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl,

heteroarylheteroalkyl, arylheteroalkyl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkenyloxy, alkynyloxy, cycloalkylkoxy, heterocycloalkyloxy, aryloxy, heteroaryloxy, arylalkyloxy, amino, alkylamino, aminoalkyl, acylamino, arylamino, sulfonylamino, sulfinylamino, phenoxy, benzyloxy, COOR<sup>4</sup>, CONHR<sup>4</sup>, NHCOR<sup>4</sup>, NHCOOR<sup>4</sup>, NHCONHR<sup>4</sup>, C(=NOH)R<sup>4</sup>, alkoxycarbonyl, alkylaminocarbonyl, sulfonyl, alkylsulfonyl, alkylsulfinyl, arylsulfonyl, arylsulfinyl, aminosulfonyl, aminosulfinyl, SR<sup>4</sup> and acyl; each of which may optionally be substituted,

or

R<sup>2</sup> together with the nitrogen to which it is attached and a portion of R form an optionally substituted heterocycloalkyl group;

R<sup>3</sup> is selected from the group consisting of H, halogen, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl, heteroarylheteroalkyl, arylheteroalkyl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkenyloxy, alkynyloxy, cycloalkylkoxy, heterocycloalkyloxy, aryloxy, heteroaryloxy, arylalkyloxy, amino, alkylamino, aminoalkyl, acylamino, arylamino, sulfonylamino, sulfinylamino, phenoxy, benzyloxy, COOR<sup>4</sup>, CONHR<sup>4</sup>, NHCOR<sup>4</sup>, NHCOOR<sup>4</sup>, NHCONHR<sup>4</sup>, C(=NOH)R<sup>4</sup>, alkoxycarbonyl, alkylaminocarbonyl, sulfonyl, alkylsulfonyl, alkylsulfinyl, arylsulfonyl, arylsulfinyl, aminosulfonyl, aminosulfinyl, SR<sup>4</sup> and acyl; each of which may optionally be substituted;

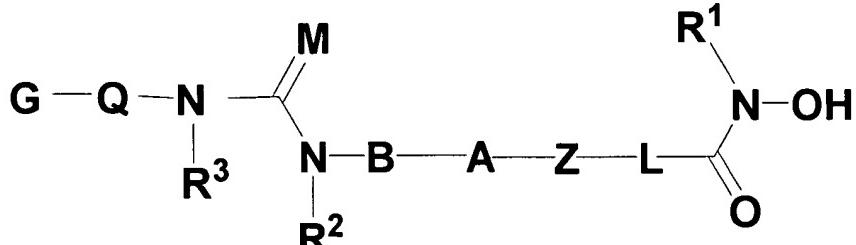
Q is selected from the group consisting of -S(O)<sub>2</sub>- , -C(=O)- and -C(=S)-;

G is selected from the group consisting of optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocycloalkyl, optionally substituted arylalkyl, and optionally substituted heteroarylalkyl;

each R<sup>4</sup> is independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl and acyl, each of which may be optionally substituted;

or a pharmaceutically acceptable salt or prodrug thereof, wherein when R is methyl or isopropylmethyl then R<sup>2</sup> is not benzyl.

65. (New) A compound according to claim 64 having the Formula (2)



wherein

R<sup>1</sup> is selected from the group consisting of H, C<sub>1</sub>-C<sub>6</sub> alkyl and acyl;

L is a single bond or is a C<sub>1</sub>-C<sub>5</sub> hydrocarbon chain which may contain 0 to 2 multiple bonds independently selected from double bonds and triple bonds and wherein, the chain may optionally be interrupted by at least one of -O-, -S-, -S(O)- and -S(O)<sub>2</sub>- and the chain may optionally be substituted with one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl;

Z is selected from the group consisting of a single bond, N(R<sup>1</sup>), O, S, S(O) and S(O)<sub>2</sub>;

A is selected from the group consisting of a single bond, optionally substituted arylene, optionally substituted heteroarylene, optionally substituted cycloalkylene and optionally substituted heterocycloalkylene;

B is selected from the group consisting of a single bond, optionally substituted aminoacyl, optionally substituted arylene, optionally substituted heteroarylene, optionally substituted arylalkylene, optionally substituted heteroarylalkylene, optionally substituted alkylarylene, optionally substituted alkylheteroarylene, optionally substituted C<sub>1</sub>-C<sub>3</sub> alkylene, optionally substituted heteroalkylene, optionally substituted cycloalkylene, optionally substituted heterocycloalkylene and optionally substituted -(CH<sub>2</sub>)<sub>m</sub>-C(O)-N(R<sup>4</sup>)-(CH<sub>2</sub>)<sub>n</sub>-, wherein n is an integer from 0 to 6, m is an integer from 0 to 6;

M is selected from the group consisting of O, S, NH, NR<sup>4</sup>, NOH and NOR<sup>4</sup>;

R<sup>2</sup> is selected from the group consisting of H, halogen, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl, heteroarylheteroalkyl, arylheteroalkyl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkenyloxy, alkynyloxy, cycloalkylkoxy, heterocycloalkyloxy, aryloxy, heteroaryloxy, arylalkyloxy, amino, alkylamino, aminoalkyl, acylamino, arylamino, sulfonylamino, sulfinylamino, phenoxy, benzyloxy, COOR<sup>4</sup>, CONHR<sub>4</sub>, NHCOR<sup>4</sup>, NHCOOR<sup>4</sup>, NHCONHR<sup>4</sup>, C(=NOH)R<sup>4</sup>, alcoxycarbonyl, alkylaminocarbonyl, sulfonyl, alkylsulfonyl, alkylsulfinyl, arylsulfonyl, arylsulfinyl, aminosulfonyl, aminosulfinyl, SR<sup>4</sup> and acyl; each of which may optionally be substituted,

or

R<sup>2</sup> together with the nitrogen to which it is attached and a portion of B form an optionally substituted heterocycloalky group;

$R^3$  is independently selected from the group consisting of H, halogen, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl, arylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl, heteroarylheteroalkyl, arylheteroalkyl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyaryl, alkenyloxy, alkynyloxy, cycloalkylkoxy, heterocycloalkyloxy, aryloxy, heteroaryloxy, arylalkyloxy, amino, alkylamino, aminoalkyl, acylamino, arylamino, sulfonylamino, sulfinylamino, phenoxy, benzyloxy,  $COOR^4$ ,  $CONHR^4$ ,  $NHCOR^4$ ,  $NHCOOR^4$ ,  $NHCONHR^4$ ,  $C(=NOH)R^4$ , alkoxycarbonyl, alkylaminocarbonyl, sulfonyl, alkylsulfonyl, alkylsulfinyl, arylsulfonyl, arylsulfinyl, aminosulfonyl, aminosulfinyl,  $SR^4$  and acyl; each of which may optionally be substituted;

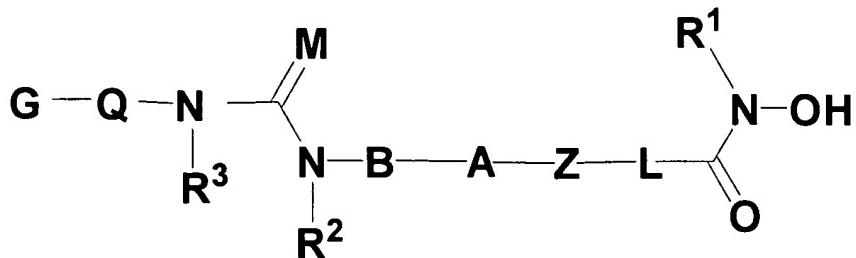
$Q$  is selected from the group consisting of  $-S(O)_2-$ ,  $-C(=O)-$  and  $-C(=S)-$ ;

$G$  is selected from the group consisting of optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocycloalkyl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl;

each  $R^4$  is independently selected from the group consisting of H, alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl and acyl; each of which may be optionally substituted;

or a pharmaceutically acceptable salt or prodrug thereof.

66. (New) A compound according to claim 65 having the Formula (2a)



Formula (2a)

wherein

R<sup>1</sup> is selected from the group consisting of H, C<sub>1</sub>-C<sub>6</sub> alkyl and acyl;

L is a single bond or is a C<sub>1</sub>-C<sub>5</sub> hydrocarbon chain which may contain 0 to 2 multiple bonds independently selected from double bonds and triple bonds and wherein, the chain may optionally be interrupted by at least one of -O-, -S-, -S(O)- and -S(O)<sub>2</sub>- and the chain may optionally be substituted with one or more substituents independently selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl;

Z is selected from the group consisting of a single bond, N(R<sup>1</sup>), O, S, S(O) and S(O)<sub>2</sub>;

A is selected from the group consisting of a single bond, optionally substituted arylene, optionally substituted heteroarylene, optionally substituted cycloalkylene and optionally substituted heterocycloalkylene;

B is selected from the group consisting of a single bond, optionally substituted aminoacyl, optionally substituted arylene, optionally substituted heteroarylene, optionally substituted arylalkylene, optionally substituted heteroarylalkylene, optionally substituted alkylarylene, optionally substituted alkylheteroarylene, optionally substituted C<sub>1</sub>-C<sub>3</sub> alkylene, optionally substituted heteroalkylene, optionally substituted cycloalkylene optionally substituted heterocycloalkylene and optionally substituted -(CH<sub>2</sub>)<sub>m</sub>-C(O)-N(R<sup>4</sup>)-(CH<sub>2</sub>)<sub>n</sub>-, wherein n is an integer from 0 to 6, m is an integer from 0 to 6;

M is selected from the group consisting of O, S, NH, NR<sup>4</sup>, NOH and NOR<sup>4</sup>;

R<sup>2</sup> is selected from the group consisting of H, C<sub>1</sub>-C<sub>10</sub> alkyl, alkenyl, heteroalkyl, haloalkyl, alkynyl, aryl, cycloalkyl, heterocycloalkyl, heteroaryl, C<sub>4</sub>-C<sub>9</sub> heterocycloalkylalkyl, cycloalkylalkyl (e.g., cyclopropylmethyl), arylalkyl (e.g. benzyl), heteroarylalkyl (e.g. pyridylmethyl), hydroxyl, hydroxyalkyl, alkoxy, amino, alkylamino, aminoalkyl, acylamino, phenoxy, alkoxyalkyl, benzyloxy, alkylosulfonyl, arylsulfonyl, aminosulfonyl, -C(O)OR<sup>4</sup>, -CONHR<sup>4</sup>, -NHCONHR<sup>4</sup>, C(=NOH)R<sup>4</sup>, and acyl;

R<sup>3</sup> is selected from the group consisting of H, C<sub>1</sub>-C<sub>10</sub> alkyl, alkenyl, heteroalkyl, haloalkyl, alkynyl, aryl, cycloalkyl, heterocycloalkyl, heteroaryl, C<sub>4</sub>-C<sub>9</sub> heterocycloalkylalkyl, cycloalkylalkyl (e.g., cyclopropylmethyl), arylalkyl (e.g. benzyl), heteroarylalkyl (e.g. pyridylmethyl), hydroxyl, hydroxyalkyl, alkoxy, amino, alkylamino, aminoalkyl, acylamino, phenoxy, alkoxyalkyl, benzyloxy, alkylosulfonyl, arylsulfonyl, aminosulfonyl, -C(O)OR<sup>4</sup>, -CONHR<sup>4</sup>, -NHCONHR<sup>4</sup>, C(=NOH)R<sup>4</sup>, and acyl;

Q is selected from the group consisting of -S(O)<sub>2</sub>-, -CO- and -C(=S)-;

G is selected from optionally substituted aryl, optionally substituted heteroaryl, alkyl, optionally substituted cycloalkyl, optionally substituted heterocycloalkyl, optionally substituted arylalkyl and optionally substituted heteroarylalkyl, wherein the substituents are independently selected from the group consisting of X, Y, R<sup>4</sup>, hydroxyl, hydroxyalkyl, alkoxy, amino, alkylamino, aminoalkyl, acylamino, phenoxy, alkoxyalkyl, benzyloxy, alkylosulfonyl, arylsulfonyl, aminosulfonyl, -C(O)OR<sup>4</sup>, -C(O)OH, -SH, -CONHR<sup>4</sup>, -NHCONHR<sup>4</sup>, and C(=NOH)R<sup>4</sup>;

R<sup>4</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>4</sub> alkyl, heteroalkyl, aryl, heteroaryl and acyl;

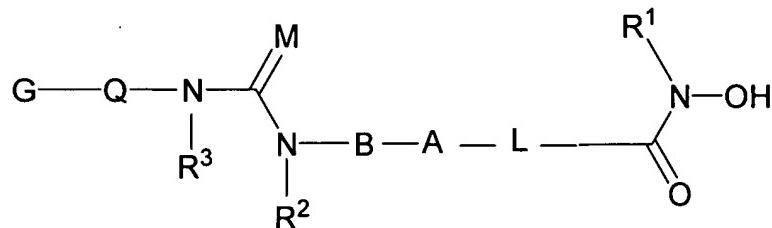
X and Y are the same or different and are independently selected from the group consisting of H, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, NO<sub>2</sub>, OR<sup>4</sup>, SR<sup>4</sup>, C(O)R<sup>5</sup>, and NR<sup>6</sup>R<sup>7</sup>;

R<sup>5</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>6</sup> and R<sup>7</sup> are the same or different and are independently selected from the group consisting of H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>4</sub>-C<sub>9</sub> cycloalkyl, C<sub>4</sub>-C<sub>9</sub> heterocycloalkyl, aryl, heteroaryl, arylalkyl and heteroaryl alkyl.

or a pharmaceutically acceptable salt or prodrug thereof.

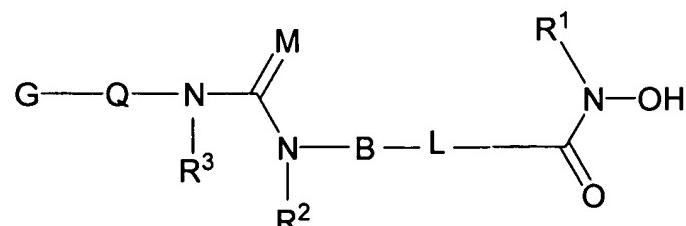
67. (New) A compound according to claim 65 having the Formula (2b)



Formula (2b)

or a pharmaceutically acceptable salt or prodrug thereof.

68. (New) A compound according to claim 65 having the Formula (2c)



Formula (2c)

or a pharmaceutically acceptable salt or prodrug thereof.

69. (New) A compound according to claim 65 wherein A is optionally substituted arylene.

70. (New) A compound according to claim 65 wherein A selected from the group consisting of 1,4-phenylene and 1,3-phenylene.

71. (New) A compound according to claim 65 wherein A is 1,4-phenylene.

72. (New) A compound according to claim 65 wherein L is selected from the group consisting of a single bond, -CH<sub>2</sub>-, -(CH<sub>2</sub>)<sub>2</sub> - and -CH=CH-.

73. (New) A compound according to claim 65 wherein L is a bond.

74. (New) A compound according to claim 65 wherein L is a group of formula -CH<sub>2</sub>-

75. (New) A compound according to claim 65 wherein L is a group of formula -CH=CH-.

76. (New) A compound according to claim 65 wherein B is selected from the group consisting of a single bond, methylene, ethylene, propylene, alkylarylene, and heteroalkylene.

77. (New) A compound according to claim 65 wherein B is methylene.

78. (New) A compound according to claim 65 wherein B is a single bond.

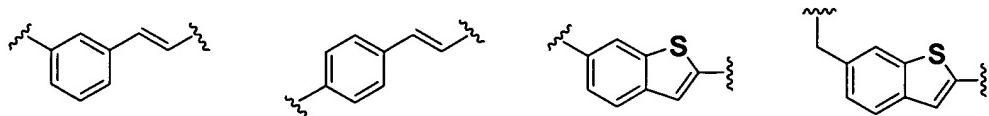
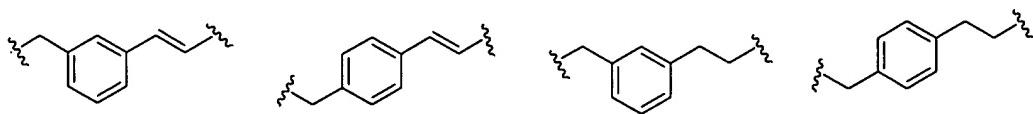
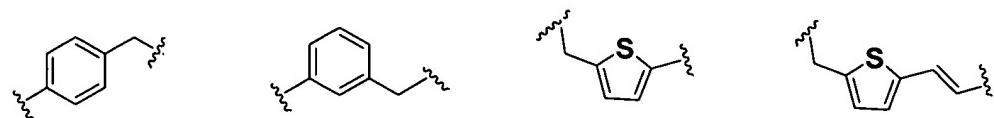
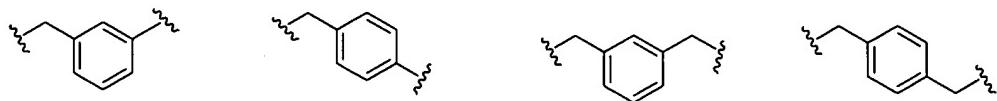
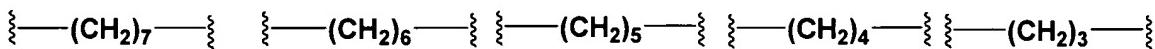
79. (New) A compound according to claim 65 wherein B is ethylene.

80. (New) A compound according to claim 65 wherein B is propylene.

81. (New) A compound according to claim 65 wherein the group BAZL is a group of formula  $-(\text{CH}_2)_n-$  wherein n is an integer from 1 to 7.

82. (New) A compound according to claim 65 wherein the group BAZ is a group of formula  $-(\text{CH}_2)-$  phenyl-.

83. (New) A compound according to claim 65 wherein the group BAZL is selected from the group consisting of



"—" is a single bond

84. (New) A compound according to claim 65 wherein R<sup>2</sup> and a portion of B together with the nitrogen to which they are attached form a heterocyloalkylene.

85. (New) A compound according to claim 84 wherein the heterocyloalkylene is 1,4-piperazinylene.

86. (New) A compound according to claim 65 wherein R<sup>1</sup> = H.

87. (New) A compound according to claim 65 wherein M is O.

88. (New) A compound according to claim 65 wherein M is S.

89. (New) A compound according to claim 65 wherein Q is S(O)<sub>2</sub>.

90. (New) A compound according to claim 65 wherein Q is CO.

91. (New) A compound according to claim 65 wherein G is optionally substituted aryl.

92. (New) A compound according to claim 65 wherein G is phenyl.

93. (New) A compound according to claim 65 wherein G is 4-methylphenyl.

94. (New) A compound according to claim 65 wherein R<sup>2</sup> is selected from the group consisting of H, optionally substituted alkyl, optionally substituted heteroalkyl, optionally substituted cycloalkyl, optionally substituted heterocycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted arylalkyl, optionally substituted arylheteroalkyl, optionally substituted heteroarylalkyl, optionally substituted

heteroaryl-heteroalkyl, optionally substituted cycloalkylalkyl and optionally substituted heterocycloalkylalkyl.

95. (New) A compound according to claim 65 wherein R<sup>2</sup> is selected from the group consisting of H, 2-(1H-indol-3-yl)-ethyl, 2-(2-methyl-1H-indol-3-yl)-ethyl, pyridin-3-ylmethyl, 3-hydroxy-propyl, 2-pyridin-2-yl-ethyl, 2-pyridin-3-yl-ethyl, pyridin-3-ylmethyl, 2-pyridin-4-yl-ethyl, benzyl, 3-phenyl-propyl, 2-phenoxy-ethyl, morpholin-4-yl, pyridin-2-yl, phenethyl, 2-(4-bromo-phenyl)-ethyl, 2-(4-fluoro-phenyl)-ethyl, 3-imidazol-1-yl-propyl, 2-(1H-imidazol-4-yl)-ethyl, 1H-Benzimidazol-2-ylmethyl, 2-piperidin-1-yl-ethyl, 2-pyrrolidin-1-yl-ethyl, 2-cyclohex-1-enyl-ethyl, 2-ethyl-hexyl, 2-thiophen-2-yl-ethyl, 3,3-diphenyl-propyl, 2-biphenyl-4-yl-ethyl, - (4-phenoxy-phenyl, 2-(3-phenoxy-phenyl)-ethyl, 2-(2,3-dimethoxy-phenyl, 2-(2,4-dichloro-phenyl)-ethyl, cyclohexylmethyl, hexyl, isobutyl, 3-isopropoxy-propyl, 2-phenoxy-ethyl, 2-isopropoxy-ethyl, 3-methoxy-benzyl, 4-[1,2,3]thiadiazol-4-yl-benzyl, 2,4-dichloro-benzyl, 2-(2-methoxy-phenyl)-ethyl, 2-(3-fluoro-phenyl)-ethyl, 2-(2-fluoro-phenyl)-ethyl, 2,2-diphenyl-ethyl, 2-(4-methoxy-phenyl)-ethyl, 2-(3-chloro-phenyl)-ethyl, 4-phenyl-butyl, 3-phenyl-propyl, 3,3-diphenyl-propyl, 3-(4-methyl-piperazin-1-yl, 3-morpholin-4-yl-propyl, 3-(2-oxo-pyrrolidin-1-yl)-propyl, 3-pyrrolidin-1-yl-propyl, tetrahydro-furan-2-ylmethyl, 1,5-dimethyl-hexyl, 2-diethylamino-ethyl and 2-dimethylamino-ethyl.

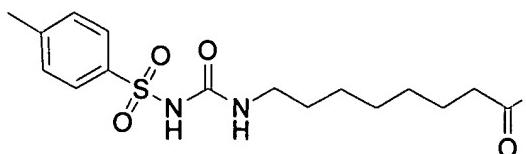
96. (New) A compound according to claim 65 wherein R<sup>2</sup> is selected from the group consisting of H, 2-(1H-indol-3-yl)-ethyl, 2-(2-methyl-1H-indol-3-yl)-ethyl, pyridin-3-ylmethyl, 3-hydroxy-propyl, 2-pyridin-2-yl-ethyl, 2-pyridin-3-yl-ethyl, pyridin-2-ylmethyl, pyridin-3-ylmethyl, 2-pyridin-4-yl-ethyl, benzyl, 3-phenyl-propyl, 2-phenoxy-ethyl, 2-morpholino ethyl, 2-phenyl ethyl, 2-(4-bromo-phenyl)-ethyl, 2-(4-fluoro-phenyl)-ethyl, 3-imidazol-1-yl-propyl, 2-(1H-imidazol-4-yl)-ethyl, 1H-Benzimidazol-2-ylmethyl, 2-piperidin-1-yl-ethyl and 2-pyrrolidin-1-yl-ethyl.

97. (New) A compound according to claim 65 wherein R<sup>2</sup> is selected from the group consisting of H, 2-(1H-indol-3-yl)-ethyl, 2-(2-methyl-1H-indol-3-yl)-ethyl, 2-phenyl ethyl, 2-piperidin-1-yl-ethyl and 2-pyrrolidin-1-yl-ethyl.

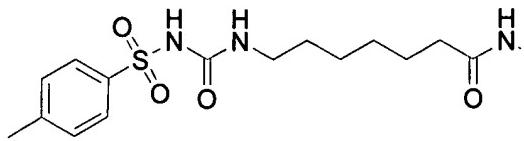
98. (New) A compound according to claim 65 wherein the optional substituents are selected from the group consisting of halogen, =O, =S, -CN, -NO<sub>2</sub>, -CF<sub>3</sub>, -OCF<sub>3</sub>, alkyl, alkenyl, alkynyl, haloalkyl, haloalkenyl, haloalkynyl, heteroalkyl, cycloalkyl, cycloalkenyl, heterocycloalkyl, heterocycloalkenyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, heteroarylalkyl, arylalkyl, cycloalkylalkenyl, heterocycloalkylalkenyl, arylalkenyl, heteroarylalkenyl, cycloalkylheteroalkyl, heterocycloalkylheteroalkyl, arylheteroalkyl, heteroarylheteroalkyl, hydroxy, hydroxyalkyl, alkoxy, alkoxyalkyl, alkoxyxycloalkyl, alkoxyheterocycloalkyl, alkoxyaryl, alkoxyheteroaryl, alkoxy carbonyl, alkylaminocarbonyl, alkenyloxy, alkynyloxy, cycloalkyloxy, cycloalkenyloxy, heterocycloalkyloxy, heterocycloalkenyloxy, aryloxy, phenoxy, benzyloxy, heteroaryloxy, arylalkyloxy, arylalkyl, heteroarylalkyl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyloxy, amino, alkylamino, acylamino, aminoalkyl, arylamino, sulfonlamino, sulfinylamino, sulfonyl, alkylsulfonyl, arylsulfonyl, aminosulfonyl, sulfinyl, alkylsulfinyl, arylsulfinyl, aminosulfinylaminoalkyl, -COOH, -COR<sup>5</sup>, -C(O)OR<sup>5</sup>, CONHR<sup>5</sup>, NHCOR<sup>5</sup>, NHCOOR<sup>5</sup>, NHCONHR<sup>5</sup>, C(=NOH)R<sup>5</sup>, -SH, -SR<sup>5</sup>, -OR<sup>5</sup> and acyl,

wherein each R<sup>5</sup> is independently selected from the group consisting of alkyl, alkenyl, alkynyl, haloalkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, cycloalkylalkyl, heterocycloalkylalkyl, arylalkyl, heteroarylalkyl and acyl, each of which may be optionally substituted.

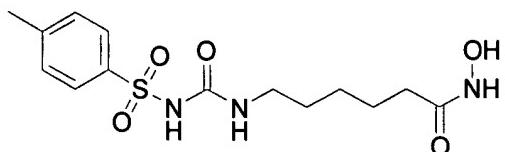
99. (New) A compound according to claim 64 selected from the group consisting of



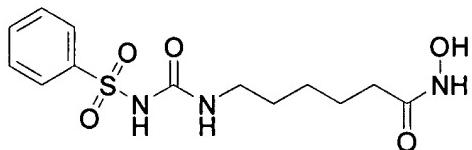
8-[3-(4-methylbenzenesulfonyl)-ureido])-octanoic acid hydroxyamide,



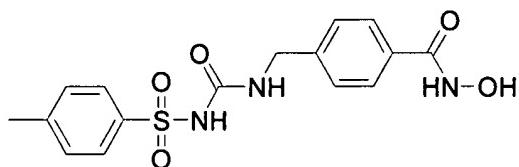
7-[3-(4-methylbenzenesulfonyl)-ureido]-heptanoic acid hydroxyamide,



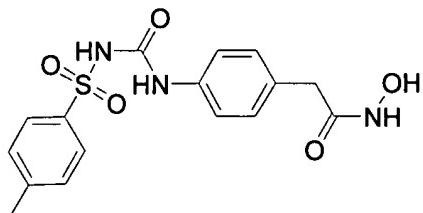
6-[3-(4-methylbenzenesulfonyl)ureido]-hexanoic acid hydroxyamide,



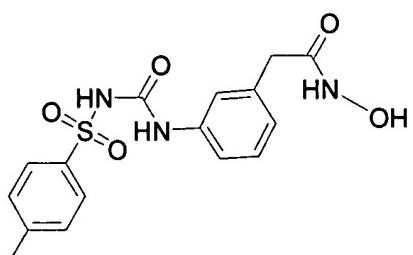
6-[3-(benzenesulfonyl)ureido]-hexanoic acid hydroxyamide,



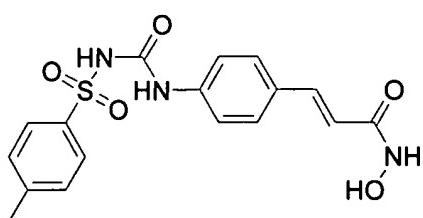
N-Hydroxy-4-[3-(4-methylbenzenesulfonyl)ureido]methylbenzamide,



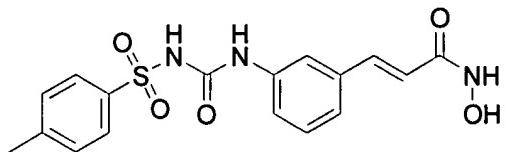
N-Hydroxy-2-{4-[3-(4-methylbenzenesulfonyl)ureido]}-phenyl-acetamide,



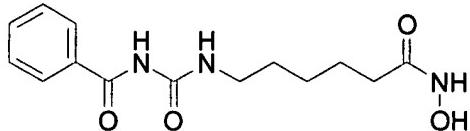
N-Hydroxy-2-{3-[3-(4-methylbenzenesulfonyl)ureido]}-phenyl-acetamide,



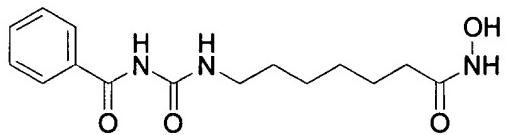
N-Hydroxy-3-{4-[3-(4-methylbenzenesulfonyl)ureido]}-phenyl-acrylamide,



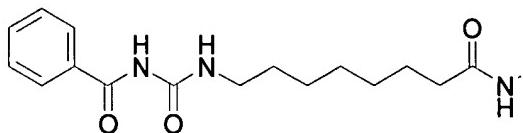
N-Hydroxy-3-{3-[3-(4-methylbenzenesulfonyl)ureido]phenyl}-acrylamide,



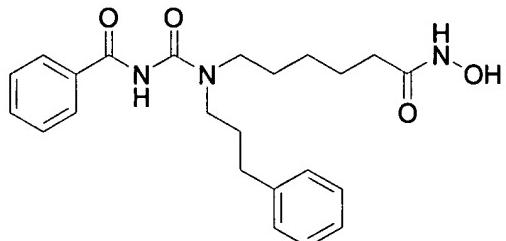
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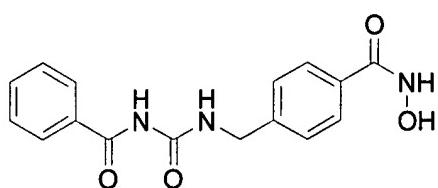
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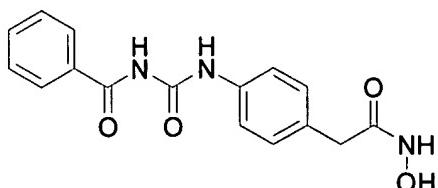
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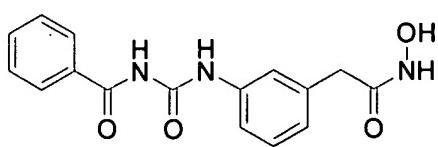
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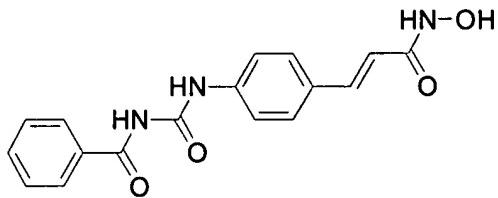
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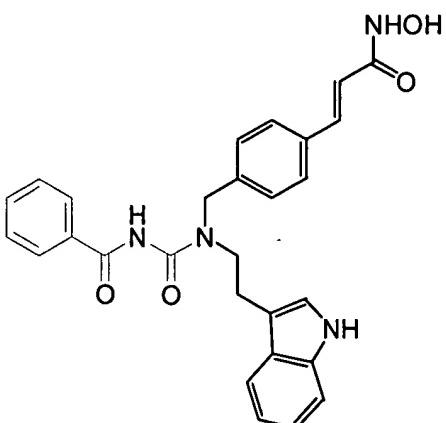
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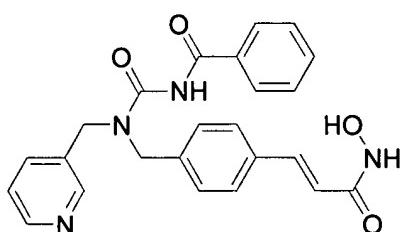
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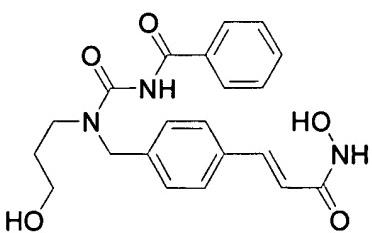
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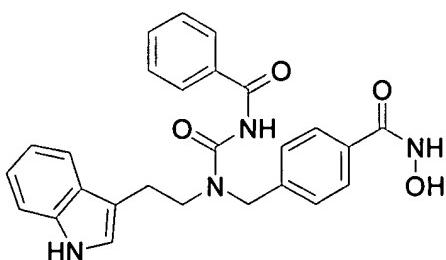
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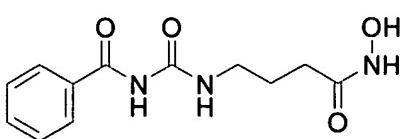
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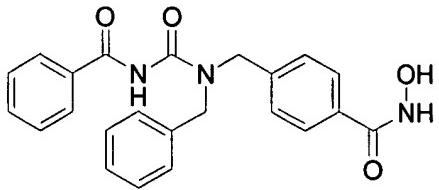
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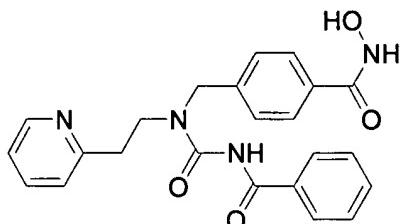
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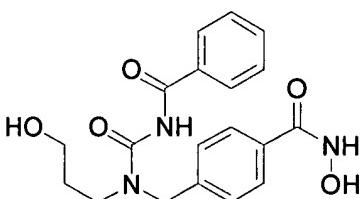
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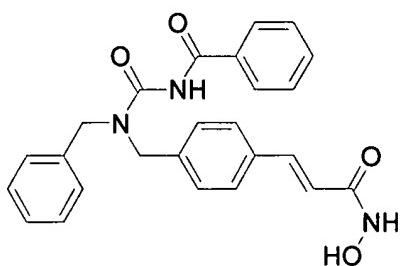
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benzamide,



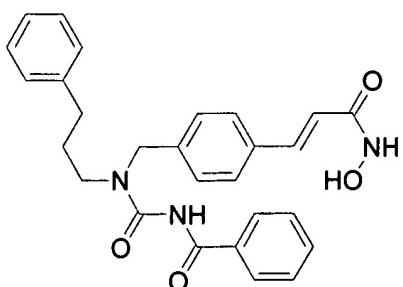
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benzamide,



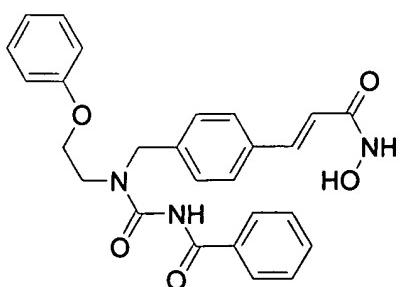
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benzamide,



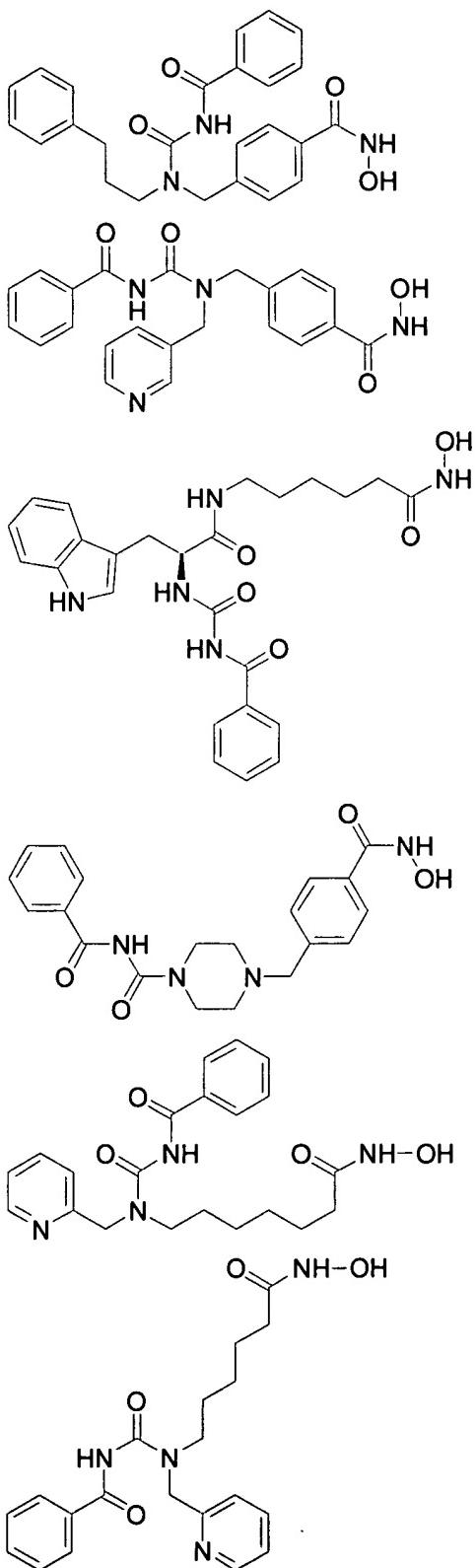
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acrylamide,



3-{4-[3-Benzoyl-1-(3-phenyl-  
propyl)-ureidomethyl]-phenyl}-N-  
hydroxyacrylamide,



3-{4-[3-Benzoyl-1-(2-phenoxy-  
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hydroxyacrylamide,



4-[3-Benzoyl-1-(3-phenyl-propyl)-ureidomethyl]-N-hydroxybenzamide,

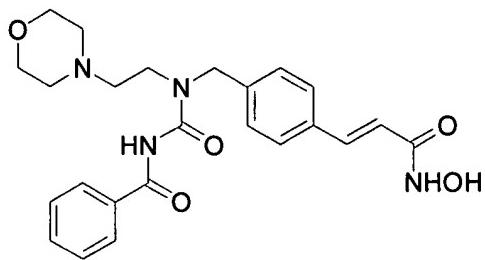
4-(3-Benzoyl-1-pyridin-3-ylmethyl-ureidomethyl)-N-hydroxybenzamide,

(S)-6-[2-(3-Benzoyl-ureido)-3-(1H-indol-3-yl)-propionylamino]-hexanoic acid hydroxyamide,

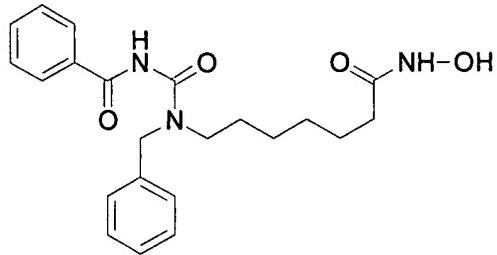
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7-(3-Benzoyl-1-pyridin-2-ylmethyl-ureido)-heptanoic acid hydroxyamide,

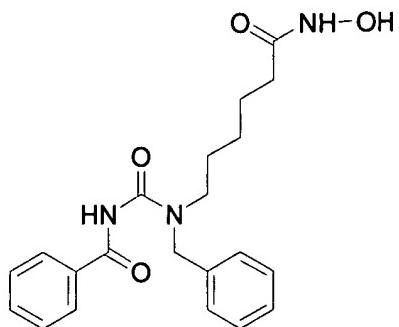
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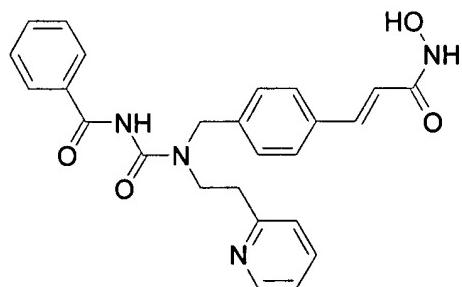
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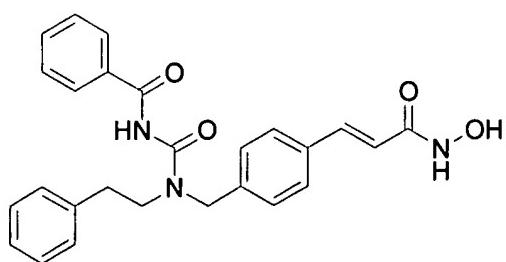
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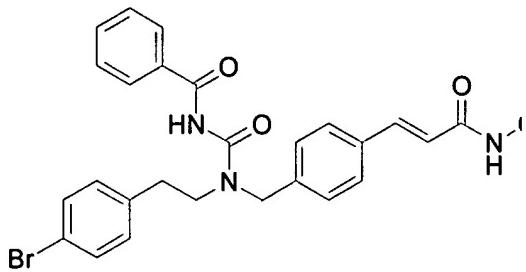
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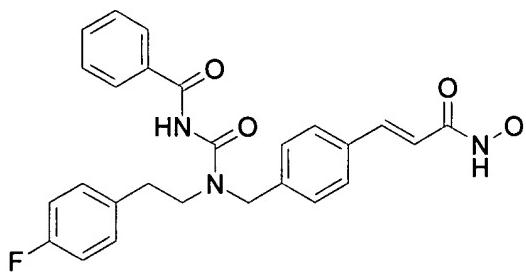
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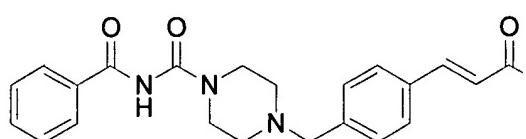
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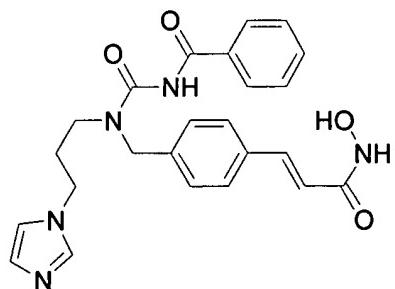
3-(4-{3-Benzoyl-1-[2-(4-bromo-phenyl)-ethyl]-ureidomethyl}-phenyl)-N-hydroxy-acrylamide,



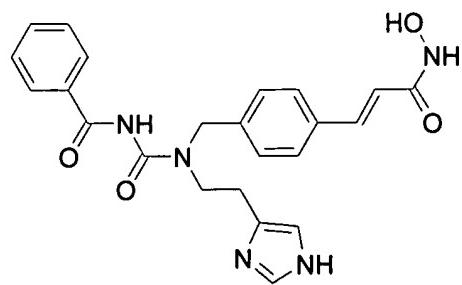
3-(4-{3-Benzoyl-1-[2-(4-fluoro-phenyl)-ethyl]-ureidomethyl}-phenyl)-N-hydroxy-acrylamide,



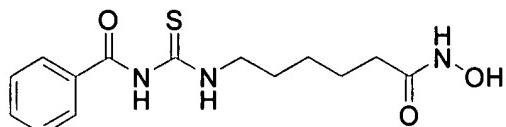
N-{4-[4-(2-Hydroxycarbamoyl-vinyl)-benzyl]-piperazine-1-carbonyl}-benzamide,



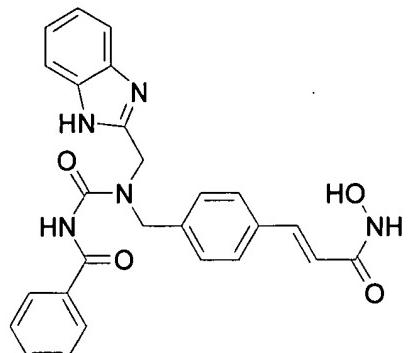
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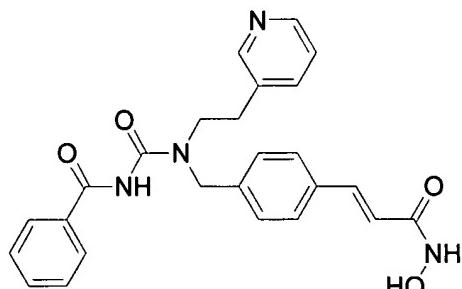
3-(4-{3-Benzoyl-1-[2-(1H-imidazol-4-yl)-ethyl]-ureidomethyl}-phenyl)-N-hydroxy-acrylamide,



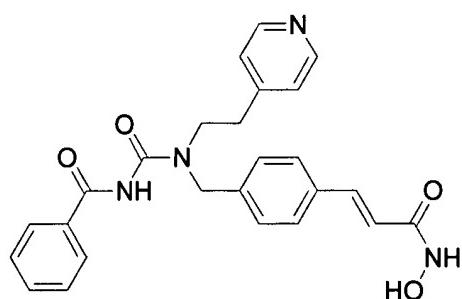
6-(3-Benzoyl-thioureido)-hexanoic  
acid hydroxyamide,



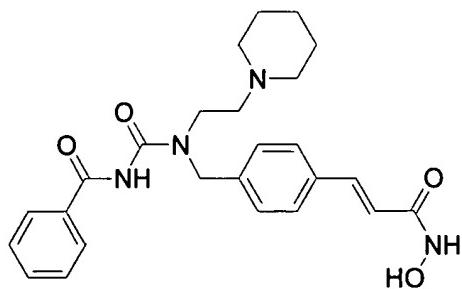
3-{4-[1-(1H-Benzoimidazol-2-  
ylmethyl)-3-benzoyl-ureidomethyl]-  
phenyl}-N-hydroxy-acrylamide,



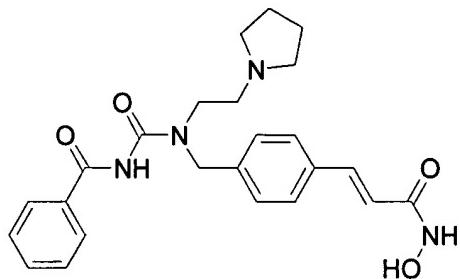
3-{4-[3-Benzoyl-1-(2-pyridin-3-yl-  
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hydroxy-acrylamide,



3-{4-[3-Benzoyl-1-(2-pyridin-4-yl-  
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hydroxy-acrylamide,



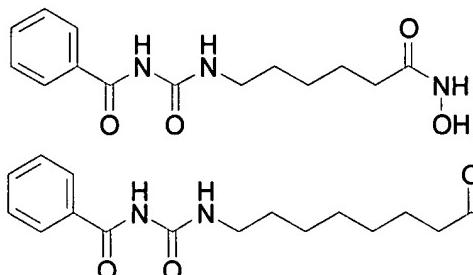
3-{4-[3-Benzoyl-1-(2-piperidin-1-yl-  
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hydroxy-acrylamide,



3-{4-[3-Benzoyl-1-(2-pyrrolidin-1-yl-ethyl)-ureidomethyl]-phenyl}-N-hydroxy-acrylamide

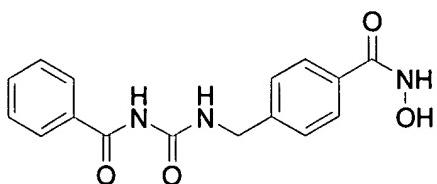
or a pharmaceutically acceptable salt or prodrug thereof.

100. (New) A compound according to claim 64 selected from the group consisting of

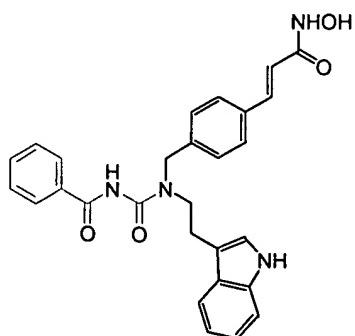


6-(3-Benzoyl-ureido)-hexanoic acid hydroxyamide,

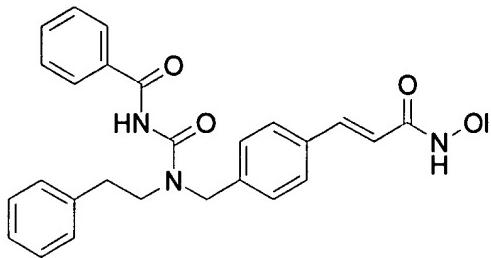
8-(3-Benzoyl-ureido)-octanoic acid hydroxyamide,



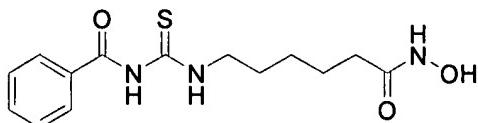
4-(3-Benzoyl-ureidomethyl)-N-hydroxy-benzamide,



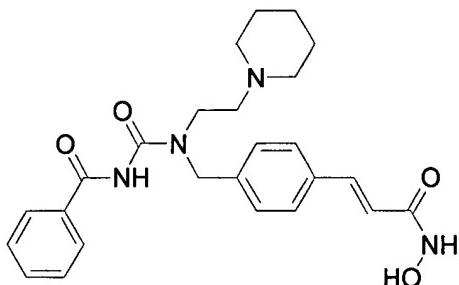
3-(4-{3-Benzoyl-1-[2-(1H-indol-3-yl)-ethyl]-ureidomethyl}-phenyl)-N-hydroxy-acrylamide,



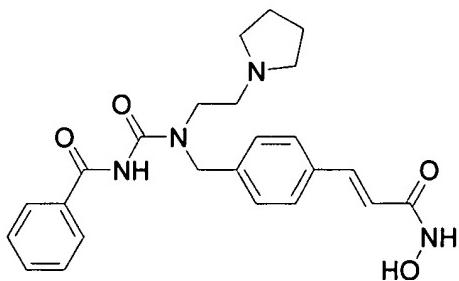
3-[4-(3-Benzoyl-1-phenethylureidomethyl)-phenyl]-N-hydroxyacrylamide,



6-(3-Benzoyl-thioureido)-hexanoic acid hydroxyamide,



3-{4-[3-Benzoyl-1-(2-piperidin-1-ylethyl)-ureidomethyl]-phenyl}-N-hydroxyacrylamide,



3-{4-[3-Benzoyl-1-(2-pyrrolidin-1-yl-ethyl)-ureidomethyl]-phenyl}-N-hydroxyacrylamide,

or a pharmaceutically acceptable salt or prodrug thereof.

101. (New) A pharmaceutical composition including a compound according to claim 64 and a pharmaceutically acceptable diluent, excipient or carrier.

102. (New) A method of treatment of a disorder caused by, associated with or accompanied by disruptions of cell proliferation and/or angiogenesis in a patient, the method

including administration of a therapeutically effective amount of a compound according to claim 64 to the patient.

103. (New) A method according to claim 102 wherein the disorder is a proliferative disorder.

104. (New) A method according to claim 103 wherein the proliferative disorder is cancer.

105. (New) A method according to claim 104 wherein the cancer is selected from breast cancer, lung cancer, ovarian cancer, prostate cancer, head and neck cancer, renal cancer, gastric cancer, colon cancer, pancreatic cancer and brain cancer.

106. (New) A method of modifying deacetylase activity including contacting the deacetylase with a compound according to claim 64.

107. (New) A method according to claim 106 wherein the deacetylase activity is histone deacetylase activity.

108. (New) A method according to claim 107 wherein the deacetylase activity is class I histone deacetylase activity.

109. (New) A method according to claim 107 wherein the histone deacetylase is HDAC1.

110. (New) A method according to claim 107 wherein the histone deacetylase is HDAC8.

111. (New) A method of treatment of a disorder that can be treated by the inhibition of deacetylase activity in a patient including administration of a therapeutically effective amount of a compound according to claim 64 to the patient.

112. (New) A method according to claim 111 wherein the deacetylase activity is histone deacetylase activity.

113. (New) A method of treatment of a disorder that is mediated by histone deacetylase activity in a patient including administration of a therapeutically effective amount of a compound according to claim 64 to the patient.

114. (New) A method according to claim 111 wherein the disorder is selected from the group consisting of Proliferative disorders (e.g. cancer); Neurodegenerative diseases including Huntington's Disease, Polyglutamine diseases, Parkinson's Disease, Alzheimer's Disease, Seizures, Striatonigral degeneration, Progressive supranuclear palsy, Torsion dystonia, Spasmodic torticollis and dyskinesia, Familial tremor, Gilles de la Tourette syndrome, Diffuse Lewy body disease, Progressive supranuclear palsy, Pick's disease, Intracerebral haemorrhage, Primary lateral sclerosis, Spinal muscular atrophy, Amyotrophic lateral sclerosis, Hypertrophic interstitial polyneuropathy, Retinitis pigmentosa, Hereditary optic atrophy, Hereditary spastic paraparesis, Progressive ataxia and Shy-Drager syndrome; Metabolic diseases including Type 2 diabetes; Degenerative Diseases of the Eye including Glaucoma, Age-related macular degeneration, Rubeotic glaucoma, Interstitial keratitis, Diabetic retinopathy; Inflammatory diseases and/or Immune system disorders including Rheumatoid Arthritis (RA), Osteoarthritis, Juvenile chronic arthritis, Graft versus Host disease, Psoriasis, Asthma, Spondyloarthropathy, Crohn's Disease, Inflammatory bowel disease , Colitis Ulcerosa, Alcoholic hepatitis, Diabetes , Sjögren's syndrome, Multiple Sclerosis, Ankylosing spondylitis, Membranous glomerulopathy, Discogenic pain, Systemic Lupus Erythematosus; Disease involving angiogenesis including cancer, psoriasis, rheumatoid arthritis; Psychological disorders including bipolar disease, schizophrenia, mania, depression and dementia; Cardiovascular Diseases

including Heart failure, restenosis and arteriosclerosis; Fibrotic diseases including liver fibrosis, cystic fibrosis and angiofibroma; Infectious diseases including Fungal infections, such as Candida Albicans, Bacterial infections, Viral infections, such as Herpes Simplex, Protozoal infections, such as Malaria, Leishmania infection, Trypanosoma brucei infection, Toxoplasmosis and coccidiosis and Haematopoietic disorders including thalassemia, anemia and sickle cell anemia.

115. (New) A method for inhibiting cell proliferation including administration of an effective amount of a compound according to claim 64.

116. (New) A method of treatment of a neurodegenerative disorder in a patient including administration of a therapeutically effective amount of a compound according to claim 64 to the patient.

117. (New) A method according to claim 116 wherein the neurodegenerative disorder is Huntington's Disease.

118. (New) A method of treatment of an inflammatory disease and/or immune system disorder in a patient including administration of a therapeutically effective amount of a compound according to claim 64 to the patient.

119. (New) A method according to claim 118 wherein the inflammatory disease and/or immune system disorder is rheumatoid arthritis.

120. (New) A method according to claim 118 wherein the inflammatory disease and/or immune system disorder is systemic lupus erythematosus.

121. (New) A method of treatment of a proliferative disorder in patient including administration of a therapeutically effective amount of a compound according to claim 64 to the patient.

122. (New) A method of treatment of cancer in patient including administration of a therapeutically effective amount of a compound according to claim 64 to the patient.

123. (New) A method according to claim 122 wherein the cancer is a hematologic malignancy.

124. (New) A method according to claim 123 wherein the hematologic malignancy is selected from the group consisting of B-cell lymphoma, T-cell lymphoma and leukemia.

125. (New) A method according to claim 122 wherein the cancer is a solid tumor.

126. (New) A method according to claim 125 wherein the solid tumor is selected from the group consisting of breast cancer, lung cancer, ovarian cancer, prostate cancer, head and neck cancer, renal cancer, gastric cancer, colon cancer, pancreatic cancer and brain cancer.

127. (New) A method of induction of apoptosis of a cell including contacting the cell with an effective amount of a compound according to claim 64.

128. (New) A method according to claim 108 wherein the histone deacetylase is HDAC1.

129. (New) A method according to claim 108 wherein the histone deacetylase is HDAC8.

130. (New) A method according to claim 112 wherein the disorder is selected from the group consisting of Proliferative disorders (e.g. cancer); Neurodegenerative diseases including Huntington's Disease, Polyglutamine diseases, Parkinson's Disease, Alzheimer's Disease, Seizures, Striatonigral degeneration, Progressive supranuclear palsy, Torsion dystonia,

Spasmodic torticollis and dyskinesia, Familial tremor, Gilles de la Tourette syndrome, Diffuse Lewy body disease, Progressive supranuclear palsy, Pick's disease, Intracerebral haemorrhage, Primary lateral sclerosis, Spinal muscular atrophy, Amyotrophic lateral sclerosis, Hypertrophic interstitial polyneuropathy, Retinitis pigmentosa, Hereditary optic atrophy, Hereditary spastic paraparesis, Progressive ataxia and Shy-Drager syndrome; Metabolic diseases including Type 2 diabetes; Degenerative Diseases of the Eye including Glaucoma, Age-related macular degeneration, Rubeotic glaucoma, Interstitial keratitis, Diabetic retinopathy; Inflammatory diseases and/or Immune system disorders including Rheumatoid Arthritis (RA), Osteoarthritis, Juvenile chronic arthritis, Graft versus Host disease, Psoriasis, Asthma, Spondyloarthropathy, Crohn's Disease, Inflammatory bowel disease, Colitis Ulcerosa, Alcoholic hepatitis, Diabetes, Sjögren's syndrome, Multiple Sclerosis, Ankylosing spondylitis, Membranous glomerulopathy, Discogenic pain, Systemic Lupus Erythematosus; Disease involving angiogenesis including cancer, psoriasis, rheumatoid arthritis; Psychological disorders including bipolar disease, schizophrenia, mania, depression and dementia; Cardiovascular Diseases including Heart failure, restenosis and arteriosclerosis; Fibrotic diseases including liver fibrosis, cystic fibrosis and angiofibroma; Infectious diseases including Fungal infections, such as Candida Albicans, Bacterial infections, Viral infections, such as Herpes Simplex, Protozoal infections, such as Malaria, Leishmania infection, Trypanosoma brucei infection, Toxoplasmosis and coccidioidomycosis and Haematopoietic disorders including thalassemia, anemia and sickle cell anemia.

131. (New) A method according to claim 113 wherein the disorder is selected from the group consisting of Proliferative disorders (e.g. cancer); Neurodegenerative diseases including Huntington's Disease, Polyglutamine diseases, Parkinson's Disease, Alzheimer's Disease, Seizures, Striatonigral degeneration, Progressive supranuclear palsy, Torsion dystonia, Spasmodic torticollis and dyskinesia, Familial tremor, Gilles de la Tourette syndrome, Diffuse Lewy body disease, Progressive supranuclear palsy, Pick's disease, Intracerebral haemorrhage, Primary lateral sclerosis, Spinal muscular atrophy, Amyotrophic lateral sclerosis, Hypertrophic interstitial polyneuropathy, Retinitis pigmentosa, Hereditary optic atrophy, Hereditary spastic paraparesis, Progressive ataxia and Shy-Drager syndrome; Metabolic diseases including Type 2

diabetes; Degenerative Diseases of the Eye including Glaucoma, Age-related macular degeneration, Rubeotic glaucoma, Interstitial keratitis, Diabetic retinopathy; Inflammatory diseases and/or Immune system disorders including Rheumatoid Arthritis (RA), Osteoarthritis, Juvenile chronic arthritis, Graft versus Host disease, Psoriasis, Asthma, Spondyloarthropathy, Crohn's Disease, Inflammatory bowel disease , Colitis Ulcerosa, Alcoholic hepatitis, Diabetes , Sjogren's syndrome, Multiple Sclerosis, Ankylosing spondylitis, Membranous glomerulopathy, Discogenic pain, Systemic Lupus Erythematosus; Disease involving angiogenesis including cancer, psoriasis, rheumatoid arthritis; Psychological disorders including bipolar disease, schizophrenia, mania, depression and dementia; Cardiovascular Diseases including Heart failure, restenosis and arteriosclerosis; Fibrotic diseases including liver fibrosis, cystic fibrosis and angiofibroma; Infectious diseases including Fungal infections, such as Candida Albicans, Bacterial infections, Viral infections, such as Herpes Simplex, Protozoal infections, such as Malaria, Leishmania infection, Trypanosoma brucei infection, Toxoplasmosis and coccidiosis and Haematopoietic disorders including thalassemia, anemia and sickle cell anemia.